

RESOLUTION NO. 2284

A RESOLUTION OF THE MAYOR AND COMMON COUNCIL OF THE TOWN OF PAYSON, ARIZONA, APPROVING AND AUTHORIZING DEBRA A. GALBRAITH, CHIEF FISCAL OFFICER OF THE TOWN OF PAYSON, TO EXECUTE A CERTIFICATION OF BANKING RESOLUTIONS, AUTHORIZING BANKING SERVICES WITH JPMORGAN CHASE BANK, N.A., AND BANK SUBSIDIARIES THEREOF, AND DESIGNATING SIGNATORIES RELATING TO THE VARIOUS ACCOUNTS TO BE MAINTAINED AT JPMORGAN CHASE BANK, AND DECLARING AN EMERGENCY.

WHEREAS, the Town of Payson desires to designate JPMorgan Chase Bank, N.A., and its bank subsidiaries as a depository for funds of the Town of Payson; and

WHEREAS, the Town wishes to utilize JPMorgan Chase Bank, N.A., for banking services,

NOW, THEREFORE, THE MAYOR AND COMMON COUNCIL OF THE TOWN OF PAYSON, ARIZONA, DO HEREBY RESOLVE AS FOLLOWS:

Section 1. Any bank subsidiary of JPMorgan Chase Bank, N.A. (each a "Bank"), is designated a depository in which funds of the Town may be deposited electronically, or by checks, drafts, items, instruments, notes, bills of exchange, and orders for the payment of money, with or without indorsement, including those payable to the Town in any trade name or style used by the Town.

Section 2. Any one of F. Robert Edwards, Mayor of the Town of Payson, Timothy Fruth, Vice-Mayor of the Town of Payson, Frederick C. Carpenter, Town Manager of the Town of Payson, Silvia Smith, Town Clerk of the Town of Payson, or Debra A. Galbraith, Chief Fiscal Officer of the Town of Payson, and the other persons from time to time designated by the Town (each an "Authorized Person"), is hereby authorized to do any or all of the following on behalf of the Town:

- A. Banking Services. Open accounts, manually sign checks and utilize any other treasury management services including, without limitation, electronic, investment, loan sweep and financial advisory services and to authorize and direct Bank in writing to honor checks bearing or purporting to bear the facsimile signature(s) made by using any name (including, without limitation, a trade or assumed name), word, mark or symbol (whether made with or generated by signature plate, any similar device, computer or machine), including those payable to the individual order of any person whose name appears as signer thereon, regardless by whom or by what means the actual or purported facsimile signature(s) may have been affixed to the checks. The Bank shall be indemnified and held harmless by the Town against any forgery, or unauthorized use or misuse of facsimile signature, or the facsimile signing devices, the protection and security of such device being the sole responsibility of the Town.
- B. Agreements. Execute and deliver agreements, documents and instruments (and amendments or waivers thereto or terminations thereof); and take, or refrain from taking, action to carry into effect this Resolution and all the parts hereof, and the transactions

**Prepared by Town of Payson Legal Department**

*SIS:drs May 25, 2007 (11:12AM)*

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contemplated thereby, upon such terms and conditions as such Authorized Persons deem advisable as evidenced by such execution, delivery, action or non-action. The Town hereby accepts and agrees to be bound by the terms and conditions of any agreements and service terms applicable to any services of the Bank that the Town uses.

- C. Delegation of Authority. Delegate, or amend or revoke such delegation, in writing, at any time and from time to time, any of the authority referred to in this Resolution or any part hereof to one or more other persons acting as specified in the delegation. The Town shall be bound by any action taken by, or non-action of, such persons.

Section 3. This Resolution and any delegation made pursuant to it shall continue in full force and effect until express written notice of its revocation or modification has been provided to and received by Bank and Bank has had a reasonable opportunity to act upon such notice. If the authority contained in this resolution or any delegation is revoked or terminated by operation of law without such notice, for the purpose of inducing Bank to act under this Resolution and any delegation, the Town shall indemnify and hold Bank harmless from any loss suffered or liability incurred by Bank in so acting after such revocation or termination without such notice.

Section 4. Debra A. Galbraith, Chief Fiscal Officer of the Town of Payson, is hereby authorized to execute on behalf of the Town the certifications as attached hereto, marked Exhibit "A" and made a part hereof by this reference as though set forth in full at this point.

Section 5. The Town of Payson is hereby authorized to take such other and further actions as are necessary or appropriate to carry out the purposes and intents of this Resolution Number 2284.

Section 6. If any section, subsection, sentence, clause, phrase or portion of this Resolution Number 2284 is for reason held to be invalid or unconstitutional by the decision of any court of competent jurisdiction, such decision shall not affect the validity of the remaining portions of this Resolution.

Section 7. Whereas, it is necessary for the preservation of the peace, health, and safety of the Town of Payson, Arizona, and to facilitate the orderly continuation of the Town's banking services without interruption, an emergency is declared to exist, and this Resolution shall become immediately operative and in full force and effect from and after the date of its enactment.

**PASSED AND ADOPTED BY THE MAYOR AND COMMON COUNCIL OF THE TOWN OF PAYSON, ARIZONA,** this \_\_\_\_ day of June, 2007, by the following vote:

AYES \_\_\_\_\_ NOES \_\_\_\_\_ ABSTENTIONS \_\_\_\_\_ ABSENT \_\_\_\_\_

\_\_\_\_\_  
F. Robert Edwards, Mayor

ATTEST:

APPROVED AS TO FORM:

\_\_\_\_\_  
Silvia Smith, Town Clerk

\_\_\_\_\_  
Samuel I. Streichman, Town Attorney



## Fax cover sheet

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Date/time:  
5/31/2007  
No. of pages including this cover sheet:  
4

If you do not receive a clear transmission, please call:  
Jeff McCullough  
Telephone:  
602-221-1390

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Deliver to:  
GLENN SMITH  
Company/department:  
Town of Payson  
Address/location:  
  
Fax number:  
928-474-4610  
Telephone:

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Sent from:  
Jeff McCullough  
Legal entity/department:  
Chase Client Services  
Address/location:  
201 N. Central Ave., 21<sup>st</sup> Floor  
Phoenix, AZ 85004  
Fax number:  
602-221-1682  
Telephone:  
602-221-1390

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Message:  
Good morning,

Following is a blank signature card and Certificate of Incumbency which lists all representatives of the Town who may request banking services and changes. Please feel free to contact me with any questions.

Thanks,

Jeff

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Confidentiality Notice: This transmission is intended for the use of the individual or entity to which it is addressed. This transmission may contain information that is confidential or privileged under law. If you are not the intended recipient, you have received this in error and you are hereby notified that retention, dissemination, distribution, copying, or use of the information contained in this transmission (including any reliance thereon) is strictly prohibited. If you received this transmission in error, please notify the sender immediately by telephone and destroy the original. Thank you.

**EXHIBIT "A"**

|                  |                                                                   |                                                                          |                                                                                            |             |
|------------------|-------------------------------------------------------------------|--------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|-------------|
| <b>CHECK ONE</b> | <input type="checkbox"/> Signatures for this/these New Account(s) | <input type="checkbox"/> Additional Signatures for this/these Account(s) | <input checked="" type="checkbox"/> Replace <u>All</u> Signatures on this/these Account(s) | Card 1 of 1 |
|------------------|-------------------------------------------------------------------|--------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|-------------|

Account Title ("Depositor"): Town of Payson

Address: 303 N BEELINE HWY City, State: Payson, AZ 85541

Telephone Number: 928-474-5242

Account Number(s): 90133471 634958664 Tin: 86-0287228

The Customer certifies that it has reviewed the information contained in this Signature Card, the Certificate Regarding Accounts, or any other account authorization document, and finds it accurate on this date. The Customer has received and agrees to be bound by the terms and conditions governing the operation of accounts and services provided by JPMorgan Chase Bank, National Association, (the "Bank"), including the Account Terms and Service Terms, as they may be amended or supplemented from time to time.

**THIS/THESE ACCOUNTS ARE NOT TRANSFERABLE.**

USE **BLACK OR BLUE INK**. PLACE THE MANUAL SIGNATURE OR FACSIMILE SIGNATURE WITHIN THE BOX BOUNDARIES ONLY. DO NOT OVERLAP SIGNATURES. INDICATE IF THE SIGNATURE IS MANUAL OR A FACSIMILE IN THE "PRINT NAME" BOX. WHEN PROVIDING A FACSIMILE SIGNATURE, PROVIDE A MANUAL SIGNATURE TOO.

**NOTE TO DEPOSITOR: FOR YOUR SECURITY, LINE OUT ALL UNUSED SIGNATURE BOXES BEFORE SIGNING THE BUSINESS ENTITY CERTIFICATION BELOW.**

| PRINT NAME                                                                       | TITLE        | SIGNATURE |
|----------------------------------------------------------------------------------|--------------|-----------|
| <input checked="" type="checkbox"/> Manual or <input type="checkbox"/> Facsimile | Mayor        |           |
| <input checked="" type="checkbox"/> Manual or <input type="checkbox"/> Facsimile | Vice Mayor   |           |
| <input checked="" type="checkbox"/> Manual or <input type="checkbox"/> Facsimile | Town Manager |           |
| <input checked="" type="checkbox"/> Manual or <input type="checkbox"/> Facsimile | Town Clerk   |           |

**BUSINESS ENTITY CERTIFICATION**

The undersigned is authorized to certify the names, titles, and signatures of authorized signers on this/these account(s) pursuant to the Certificate Regarding Accounts or, if applicable, another account authorization document (e.g., a corporate resolution, partnership letter & security agreement, limited liability company letter & security agreement). The undersigned certifies that the (No.) 5 signatures presented on these pages are the signatures of persons authorized to sign and otherwise act on behalf of the Depositor with respect to account transactions. The Bank is entitled to rely on the authority of the named person(s) until the Bank receives written revocation of such authority.

Signature: \_\_\_\_\_ Title: Chief Fiscal Officer Date: \_\_\_\_\_

Signature: \_\_\_\_\_ Title: \_\_\_\_\_ Date: \_\_\_\_\_

**INTERMEDIATION**

THE ABOVE INFORMATION AND SIGNATURE(S) WERE VERIFIED BY:

Print Name: \_\_\_\_\_ Title: \_\_\_\_\_ Department: \_\_\_\_\_

Completion Date: \_\_\_\_\_

Bank Number: 02AZ0001 State: AZ City: Payson

|                                                         |                                                      |                                                          |
|---------------------------------------------------------|------------------------------------------------------|----------------------------------------------------------|
| Account Title:<br>General<br>Payroll<br>Employee Health | Account Number:<br>90133471<br>90133578<br>634958664 | Tax ID Number:<br>86-0287228<br>86-0287228<br>86-0287228 |
|---------------------------------------------------------|------------------------------------------------------|----------------------------------------------------------|

**ADDITIONAL SIGNATURES**

| PRINT NAME                                                                       | TITLE | SIGNATURE    |
|----------------------------------------------------------------------------------|-------|--------------|
| <input type="checkbox"/> Manual or <input checked="" type="checkbox"/> Facsimile |       | SEE ATTACHED |
| <input type="checkbox"/> Manual or <input type="checkbox"/> Facsimile            |       |              |
| <input type="checkbox"/> Manual or <input type="checkbox"/> Facsimile            |       |              |
| <input type="checkbox"/> Manual or <input type="checkbox"/> Facsimile            |       |              |
| <input type="checkbox"/> Manual or <input type="checkbox"/> Facsimile            |       |              |
| <input type="checkbox"/> Manual or <input type="checkbox"/> Facsimile            |       |              |
| <input type="checkbox"/> Manual or <input type="checkbox"/> Facsimile            |       |              |
| <input type="checkbox"/> Manual or <input type="checkbox"/> Facsimile            |       |              |
| <input type="checkbox"/> Manual or <input type="checkbox"/> Facsimile            |       |              |
| <input type="checkbox"/> Manual or <input type="checkbox"/> Facsimile            |       |              |

*[Handwritten signature]*  
Selvia Smith

Meyer

Town Clerk

Check if below signatures are applicable to a Lender or Secured Party of a Multi-Party Blocked Agreement

The undersigned certifies that: I am an authorized official of \_\_\_\_\_ (Lender/Secured Party), and that the persons named below are presently holding the offices set forth opposite their respective signatures below; and each such signature is his or her genuine signature; and each are authorized to act on behalf of the Lender/Secured Party.

The undersigned certifies that: I am an authorized official of Town of Payson, duly organized and existing under the laws of the State of Arizona, ("Organization"); the persons named below are presently holding the offices set forth opposite their respective signatures below; and each such signature is his or her genuine signature;

| Type or Print Name           | Signatures (Please sign inside the box) | Phone and Fax             |
|------------------------------|-----------------------------------------|---------------------------|
| (Name) Debra Galbraith       |                                         | (Phone) 928-474-5242 x231 |
| (Title) Chief Fiscal Officer |                                         | (Fax) 928-474-4610        |
| (Name) Donna Meinerts        |                                         | (Phone) 928-474-5242 x232 |
| (Title) Deputy CFO           |                                         | (Fax) 928-474-4610        |
| (Name)                       |                                         | (Phone)                   |
| (Title)                      |                                         | (Fax)                     |
| (Name)                       |                                         | (Phone)                   |
| (Title)                      |                                         | (Fax)                     |
| (Name)                       |                                         | (Phone)                   |
| (Title)                      |                                         | (Fax)                     |
| (Name)                       |                                         | (Phone)                   |
| (Title)                      |                                         | (Fax)                     |
| (Name)                       |                                         | (Phone)                   |
| (Title)                      |                                         | (Fax)                     |
| (Name)                       |                                         | (Phone)                   |
| (Title)                      |                                         | (Fax)                     |

In Witness Whereof, I have hereunto subscribed my name and affixed the seal of the Organization, if applicable, this \_\_\_\_\_ Day of \_\_\_\_\_ 20\_\_.

By:

Signature \_\_\_\_\_  
 Debra Galbraith  
 Print Name \_\_\_\_\_  
 Chief Fiscal Officer  
 Title \_\_\_\_\_

By:

Signature \_\_\_\_\_  
 \_\_\_\_\_  
 Print Name \_\_\_\_\_  
 \_\_\_\_\_  
 Title \_\_\_\_\_

**NOTE:** Use this form to delegate and appoint persons to handle the administration and maintenance of depository accounts and treasury services, to issue fund transfer instructions, callback verifications and to issue instructions regarding credit facilities that have been established. Changes to the authorized signers for signature cards and persons authorized to execute depository services agreements or to be an Account Manager or for execution of loan documents establishing credit facilities are documented on other forms provided by or acceptable to Bank.

This Appointment is provided to JPMorgan Chase Bank, N.A. and its subsidiaries and affiliates (collectively, "Bank") with respect to the administration, operation and maintenance of all credit facilities now or hereafter provided to Customer by Bank (collectively, the "Credit Facilities") and of all deposit accounts, treasury services and to provide funds transfer and other instructions (collectively, the "Instructions") for any and all deposit accounts and treasury services that Customer currently has or may open in the future with Bank (collectively, the "Accounts").

"AUTHORIZED PERSON" is a person authorized by the applicable Customer resolutions and Appointments, Signature Cards, Certificate Regarding Accounts or other applicable documentation on file with Bank indicating those persons authorized by Customer to execute and deliver loan documents to Bank and to obtain advances or other extensions of credit from Bank and/or to appoint others to do so and/or sign for Customer on Accounts and to appoint others to do so, and to execute depository and treasury service agreements with Bank or is an Account Manager as defined in a Certificate Regarding Accounts.

By signing on page two, the AUTHORIZED PERSON, on behalf of Customer, ratifies, certifies, confirms and approves all certifications, requests, elections or instructions issued prior to the date of this Appointment in the name of Customer by any Designated Person set forth in this Appointment. Bank is released from any liability and shall be indemnified against any loss, liability or expense arising from its reliance upon this Appointment. This Appointment is in addition to, and does not affect the operation of any prior or future certificate or authorization by Customer of persons authorized to provide instructions with respect to the Accounts or Credit Facilities or other products and services of Bank, all of such certificates and authorizations shall continue in full force and effect unless specific written notice of termination or replacement is delivered to Bank or this Appointment indicates it is a replacement of a prior appointment.

**CREDIT FACILITIES**

**Loan Advances and Administration of Credit Facilities including but not limited to Interest Rate Elections and Periods ("Advances/Rates").**

Each person whose name appears under Designated Persons on page two and has the Advances/Rates box checked in the same section as the person's name is currently not an authorized signer on the Credit Facilities and is now being designated by the undersigned AUTHORIZED PERSON to be a Designated Person to handle the administration and operation of the Credit Facilities in the name of Customer in any manner, whether orally or in writing (including email, fax, telephone and other forms of communication) or otherwise acceptable to Bank. Bank may place telephone callbacks to any telephone number(s) of Customer as reflected in the records of Bank or to any other telephone number that any Designated Person or other person authorized to certify Designated Persons specifies to Bank from time to time. All such certifications, requests, elections or instructions verified by a person who purports to be a Designated Person or such other person in a telephone callback will be conclusively established (as between Customer and Bank) to be authorized by Customer. Bank will have no duty to monitor the receipt of written confirmations or to detect discrepancies between written confirmations and verbal certifications, requests, elections or instructions. The authority includes, but is not limited to: (i) certification of any Borrowing Base Certificates; (ii) requests for loans or advances under Credit Facilities; (iii) interest rate elections and periods under the Credit Facilities; (iv) wire transfer instructions with respect to loan advances and other instructions relating to the disbursement of proceeds of any loans or advances under the Credit Facilities; and (v) verifying, by telephone callback, verbal or written instructions issued in the name of Customer relating to any of the foregoing activities. Bank is authorized to charge the Credit Facilities in the name of the Customer for the amount of any loan or advance requests issued by a Designated Person and for the amount requested in any wire transfer instruction or other instruction relating to the disbursement of proceeds of any loans or advances under the Credit Facilities. To the extent that Bank elects to verify any requests or any other certifications, elections or instructions described above, Bank may rely upon telephone verification given by any Designated Person with respect to any callback regarding Credit Facilities.

**ACCOUNTS**

**Issue Funds Transfer Instructions ("FTs").**

Each person whose name appears under Designated Persons on page two and has the FTs box checked in the same section as the person's name is currently not an authorized signer on the Accounts and is now being designated by the undersigned AUTHORIZED PERSON to be a Designated Person, to act singly, in connection with all Accounts, for the sole purpose of issuing funds transfer instructions in the name of Customer to Bank in any manner, whether by telephone, fax, or otherwise. Bank is authorized to charge any Account of Customer for the amount of any Instructions issued by any Designated Person. Bank may rely upon telephone verification given by any Designated Person authorized to verify Instructions.

**Callback Verification Authority ("CBV").**

Each person whose name and telephone number appears under Designated Persons on page two and has the CBV box checked in the same section as the person's name is currently not an authorized signer on the Accounts and is now being designated by the undersigned AUTHORIZED PERSON to be a Designated Person, to act singly, in connection with all Accounts, for the sole purpose of verifying, by telephone callback, verbal or written Instructions issued in the name of Customer, including those issued by telecopier. Bank may rely upon telephone verification given by any Designated Person authorized to verify Instructions. Bank may place telephone callbacks to the telephone number of Customer as reflected in the records of Bank or to any other telephone number that a person authorized to certify account signers specifies to Bank from time to time. All Instructions verified by a person who purports to be a Designated Person in a telephone callback will be conclusively established (as between Customer and Bank) as authorized Instructions of Customer. Bank will have no duty to monitor the receipt of written confirmations or to detect discrepancies between written confirmations and verbal Instructions.

**Depository/Treasury Services Maintenance ("MTN").**

Each person whose name appears under Designated Persons on page two and has the MTN box checked in the same section as the person's name is currently not an authorized signer on the Accounts and is now being designated by the undersigned AUTHORIZED PERSON to be a Designated Person to provide and initiate maintenance activities related to all Accounts and to deliver, by phone, fax, email or other method of communication, instructions associated with the Accounts and/or related to service implementation with respect to treasury services that have been authorized by Customer. By way of example and not limitation, the Designated Person under this section is authorized to: (1) change, add or delete reports or reporting methods provided under service agreements; (2) make changes to any of the following: contact names, address(es), phone number(s), billing information, fee/processing, mailing methods; (3) request changes to statement cycles or statement dates, service schedules and calendars; (4) change pre-funding utilized by Customer; (5) change settlement accounts; (6) change sweep investments, threshold amounts in service agreements such as target balances and peg amounts; (7) change check cashing services; (8) change remittance holds, reporting groups and return item information; (9) advise of Customer name changes and provide documentation regarding those changes; (10) provide instructions to deposit return items or other dispositions; (11) delete accounts; (12) make changes related to vendors such as service bureaus, couriers, or armored carrier and contract information regarding such vendors; (13) provide instructions as to cash order limits, standing orders and cash differences; and (14) any other maintenance activities related to any service arrangement.

## Appointment of Designated Authority

Check One:  New  Addition to Appointment(s) dated: \_\_\_\_\_  Replacement for Appointment(s) dated: \_\_\_\_\_

CUSTOMER NAME: Town of Payson

TAX ID: 86-0287228 DATE: ~~XXXXXXXXXX~~ June 2, 2007

UCN: \_\_\_\_\_ For Bank Use Only: \_\_\_\_\_ ECID: \_\_\_\_\_

**Authority.** The authority of each Designated Person is indicated below by marking one or more boxes under AUTHORITY and applies to all Credit Facilities, all of Customer's Accounts and Treasury Services (See Page One for Definitions; Check "N/A" if the authority is inapplicable to the person named).

### Designated Persons (for your security, line out all unused signature boxes)

| PRINTED NAME                 | Signature        | Call Center Phone Number    | Email Address                        | Authority                                                                                                                                                                                                                                                                                                                                           |
|------------------------------|------------------|-----------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name: <u>Debra Galbraith</u> | Signature: _____ | 1. <u>928-474-5242 x231</u> | 2. <u>dgalbraith@ci.payson.az.us</u> | <b>CREDIT FACILITIES</b><br><input checked="" type="checkbox"/> Advances/Rates <input type="checkbox"/> N/A<br><b>ACCOUNTS</b><br><input checked="" type="checkbox"/> FTs <input checked="" type="checkbox"/> CBV <input checked="" type="checkbox"/> MTN<br><input type="checkbox"/> N/A <input type="checkbox"/> N/A <input type="checkbox"/> N/A |
| Name: <u>Donna Meinerts</u>  | Signature: _____ | 1. <u>928-474-5242 x232</u> | 2. <u>dmeinerts@ci.payson.az.us</u>  | <b>CREDIT FACILITIES</b><br><input checked="" type="checkbox"/> Advances/Rates <input type="checkbox"/> N/A<br><b>ACCOUNTS</b><br><input checked="" type="checkbox"/> FTs <input checked="" type="checkbox"/> CBV <input checked="" type="checkbox"/> MTN<br><input type="checkbox"/> N/A <input type="checkbox"/> N/A <input type="checkbox"/> N/A |
| Name: _____                  | Signature: _____ | 1. _____                    | 2. _____                             | <b>CREDIT FACILITIES</b><br><input type="checkbox"/> Advances/Rates <input type="checkbox"/> N/A<br><b>ACCOUNTS</b><br><input type="checkbox"/> FTs <input type="checkbox"/> CBV <input type="checkbox"/> MTN<br><input type="checkbox"/> N/A <input type="checkbox"/> N/A <input type="checkbox"/> N/A                                             |
| Name: _____                  | Signature: _____ | 1. _____                    | 2. _____                             | <b>CREDIT FACILITIES</b><br><input type="checkbox"/> Advances/Rates <input type="checkbox"/> N/A<br><b>ACCOUNTS</b><br><input type="checkbox"/> FTs <input type="checkbox"/> CBV <input type="checkbox"/> MTN<br><input type="checkbox"/> N/A <input type="checkbox"/> N/A <input type="checkbox"/> N/A                                             |
| Name: _____                  | Signature: _____ | 1. _____                    | 2. _____                             | <b>CREDIT FACILITIES</b><br><input type="checkbox"/> Advances/Rates <input type="checkbox"/> N/A<br><b>ACCOUNTS</b><br><input type="checkbox"/> FTs <input type="checkbox"/> CBV <input type="checkbox"/> MTN<br><input type="checkbox"/> N/A <input type="checkbox"/> N/A <input type="checkbox"/> N/A                                             |
| Name: _____                  | Signature: _____ | 1. _____                    | 2. _____                             | <b>CREDIT FACILITIES</b><br><input type="checkbox"/> Advances/Rates <input type="checkbox"/> N/A<br><b>ACCOUNTS</b><br><input type="checkbox"/> FTs <input type="checkbox"/> CBV <input type="checkbox"/> MTN<br><input type="checkbox"/> N/A <input type="checkbox"/> N/A <input type="checkbox"/> N/A                                             |

Each of the undersigned certifies that: (1) he or she is duly authorized by the Customer named above to provide this Appointment; (2) the signature below each name above is the true and correct signature of that person; and (3) the \_\_\_\_\_ (No.) signatures above are the signatures of Designated Persons with respect to the Customer's Credit Facilities, Accounts and Treasury Services for the purpose(s) indicated in the same section as the Designated Person's name.

I am an AUTHORIZED PERSON and authorized to execute this Appointment for (check applicable box):

All Accounts and Credit Facilities  Accounts Only  Credit Facilities Only

All Accounts and Credit Facilities  Accounts Only  Credit Facilities Only

Signature of Authorized Person \_\_\_\_\_

Signature of Authorized Person \_\_\_\_\_

Printed Name of Authorized Person Debra Galbraith

Printed Name of Authorized Person \_\_\_\_\_

Title: Chief Fiscal Officer

Title: \_\_\_\_\_

Date Executed: \_\_\_\_\_

Date Executed: \_\_\_\_\_